

2-085A001

DAVIS POLK & WARDWELL

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1 FREDERICK'S PLACE  
LONDON EC2R 8AB

2-1, MARUNOUCHI 1-CHOME  
CHIYODA-KU, TOKYO 100

MESSEUR  
6000 FRANKFURT AM MAIN 1

WRITER'S DIRECT NUMBER

RECORDATION NO. 17686-B  
FILED 1425

MAR 25 1992 - 9:00 AM

INTERSTATE COMMERCE COMMISSION

March 25, 1992

Interstate Commerce Commission  
12th St. and Constitution Ave., N.W.  
Washington, D.C. 20423

Re: TTX Company - Mortgage of Rolling  
Stock to Secure Series 52 Equipment  
Trust Certificates (Recordation No. 17686)

Attention: Sidney L. Strickland, Secretary

Dear Mr. Secretary:

I have enclosed two fully executed and acknowledged originals of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a supplement (the "Supplement") dated March 25, 1992 to a mortgage dated January 30, 1992 and is a "secondary document" as defined in the applicable regulations.

The primary document to which this is connected is recorded under Recordation No. 17686.

The names and addresses of the parties to the documents are as follows:

Mortgagor: TTX Company  
101 North Wacker Dr.  
Chicago, Ill. 60606

Mortgagee: Mercantile-Safe Deposit and Trust Company,  
Trustee  
Two Hopkins Plaza  
Baltimore, Md. 21201

MAR 25 9 00 AM '92  
MOTOR OPERATING UNIT

*Michael G. Lawrence*  
*Quincy*

March 25, 1992

The equipment covered by the document is center-partitioned bulkhead flatcars for transporting lumber, five-unit articulated all-purpose spine flat cars, five-unit articulated double-stack container well cars and single-unit or drawbar connected double-stack container well cars, or other cars of comparable or better utility (which may include special use cars), but shall not include any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company, such equipment is identified with greater particularity in Schedule A to the Supplement.

A fee of sixteen dollars (\$16.00) is enclosed. Please return one of the originals to me at Davis Polk & Wardwell, 1300 I St., N.W., Washington, D.C., 20005.

A short summary of the document to appear in the index follows:

A supplement (the "Supplement") dated March 25, 1992 to a mortgage between TTX Company, 101 North Wacker Drive, Chicago, Illinois, 60606, and Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland, 21201, dated January 30, 1992 and securing Series 52 Equipment Trust Certificates, for center-partitioned bulkhead flatcars for transporting lumber, five-unit articulated all-purpose spine flat cars, five unit articulated double-stack container well cars and single-unit or drawbar connected double-stack container well cars, or other cars of comparable or better utility (which may include special use cars), but not including any special devices, racks or assemblies, at any time attached or affixed to any such equipment, the title to which is in a person other than the Company, such equipment is identified with greater particularity in Schedule A to the Supplement.

Very truly yours,



Bruce K. Dallas  
Attorney for TTX Company

**Interstate Commerce Commission**  
Washington, D.C. 20423

3/25/92

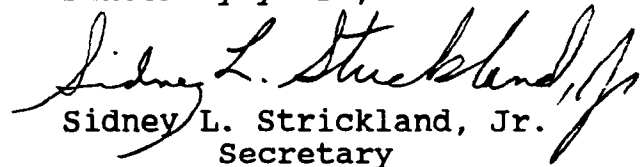
OFFICE OF THE SECRETARY

Bruce K. Dallas  
Davis Polk, & Wardwell  
1 Chase Manhattan Plaza  
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/25/92 at 9:05am , and assigned recordation number(s). 17686-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

SUPPLEMENT DATED MARCH 25, 1992  
TO MORTGAGE (Recordation No. 17686)  
DATED JANUARY 30, 1992  
OF ROLLING STOCK  
TO SECURE SERIES 52  
EQUIPMENT TRUST CERTIFICATES  
OF TTX COMPANY

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RECORDATION NO. 17686-B  
MAR 25 1992 - 9 00 AM  
INTERSTATE COMMERCE COMMISSION

TTX COMPANY, a Delaware corporation ("the Company"), whose address is 101 North Wacker Drive, Chicago, Illinois 60606 and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, as Trustee, whose address is Two Hopkins Plaza, Baltimore, Maryland 21201 hereby supplement the Mortgage dated January 30, 1992 (Recordation No. 17686), in respect of the Series 52 Equipment Trust Certificates ("Certificates") of the Company, issued pursuant to an Equipment Trust Certificate Agreement dated as of January 30, 1992, ("Agreement") as follows: the Company hereby grants, mortgages and pledges to the Trustee and its successors and assigns, for the equal and ratable security and benefit of the Holders, from time to time, of the certificates without priority of any one Certificate over any other, a security interest in and mortgage lien on all estate, right, title and interest of the Company in, to and under the rolling stock described in Appendix A hereto and the proceeds thereof.

The security interest and mortgage lien herein granted shall be in addition to, and not in substitution for, the security interest and mortgage lien heretofore granted to the Trustee by the Company pursuant to the Mortgage, which shall remain in full force and effect. The security interest and mortgage lien herein granted shall be governed by the terms and conditions of the Mortgage.

The security interest and mortgage herein granted does not include any special devices, racks or assemblies, at any time attached to such rolling stock, the title to which is in any person other than the Company.

THIS SUPPLEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

This Supplement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon

the same instrument. The Mortgage, as supplemented by this Supplement, along with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 25th day, March 1992.

TTX COMPANY

By: Thomas D. Marion  
Name: Thomas D. Marion  
Title: Treasurer

[CORPORATE SEAL]

Attest:

\_\_\_\_\_  
Name:  
Title: Corporate Trust  
Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE

By: \_\_\_\_\_  
Name:  
Title:

the same instrument. The Mortgage, as supplemented by this Supplement, along with the Agreement and the Certificates, although each are separate instruments, constitutes the entire agreement and understanding among the parties hereto and supersedes any and all prior agreements and understandings, oral or written, relating to the subject matter hereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused this instrument to be duly executed, as of this 25th day, March 1992.

TTX COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

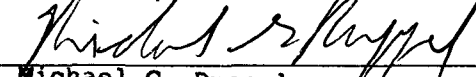
[CORPORATE SEAL]

Attest:



Name: Robert D. Brown  
Title: Corporate Trust  
Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, TRUSTEE

By:   
Name: Michael G. Ruppel  
Title: Corporate Trust Officer

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS.:

On this 23rd day of March 1992 before me personally appeared Thomas D. Marion to me personally known, who being by me duly sworn, says that he is the Treasurer of TTX COMPANY, a Delaware corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock Secure Series 52 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

"OFFICIAL SEAL"  
Jane M. Congram  
Notary Public, State of Illinois  
My Commission Expires 5/8/95

Jane M. Congram  
Notary Public

My Commission expires:

STATE OF MARYLAND )  
COUNTY OF BALTIMORE ) SS.:

On this \_\_\_\_ day of March 1992 before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock to Secure Series 52 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My Commission expires:

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this \_\_\_ day of March 1992 before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of TTX COMPANY, a Delaware corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock Secure Series 52 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My Commission expires:

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF BALTIMORE )

On this 23<sup>rd</sup> day of March 1992 before me personally appeared Michael G. Ruppel to me personally known, who being by me duly sworn, says that he is the Corporate Trust Officer of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation, that the seal affixed to the foregoing Mortgage of Rolling Stock to Secure Series 52 Equipment Trust Certificates of TTX Company is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

My Commission expires:

Sharon A. Surcouy  
Notary Public  
SHARON A. SURCOUY



ET52  
03/19/92  
08:59

SCHEDULE A

TTX COMPANY

EQUIPMENT TRUST AGREEMENT SERIES 52  
DATED AS OF JANUARY 30, 1992  
THIRD AND FINAL CLOSING, DATED MARCH 25, 1992

BUILDER/ CAR TYPE	QUANTITY		CAR NUMBERS	DELIVERY PERIOD	CONTRACT
	CARS	PLATFORMS			
GUNDERSON, INC.					
FIVE-UNIT ARTICULATED DOUBLE-STACK CONTAINER WELL CARS WITH CAPACITY FOR 20' TO 48' CONTAINERS IN ALL WELLS- DTTX.	41	205	73957, 73961-73999, 75000.	FEBRUARY, '92	T-4091-F
TOTAL	41	205			